

EXHIBIT 1

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PCS HEALTH SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ADVANCEPCS, L.P." UNDER THE NAME OF "ADVANCEPCS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3237414 8100M

AUTHENTICATION: 1222648

010314801

DATE: 07-02-01

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:30 PM 06/28/2001
 010314801 - 3237414

CERTIFICATE OF MERGER

OF

PCS HEALTH SYSTEMS, INC.
 (a Delaware corporation)

WITH AND INTO

ADVANCEPCS, L.P.
 (a Delaware limited partnership)

Pursuant to the provisions of Section 263 of the Delaware General Corporation Law (the "DGCL") and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "DRULPA"), PCS Health Systems, Inc., a Delaware corporation ("Merged Entity"), and AdvancePCS, L.P., a Delaware limited partnership ("Surviving Entity"), hereby execute and adopt the following Certificate of Merger and certify as follows:

1. Surviving Entity and Merged Entity are parties to a Plan and Agreement of Merger dated as of June 30, 2001 ("Merger Agreement"). Surviving Entity is a Delaware limited partnership, and Merged Entity is a Delaware corporation.
2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of Surviving Entity and Merged Entity in accordance with the provisions of the DGCL and the DRULPA and provides for the merger of Merged Entity with and into Surviving Entity ("Merger"). Surviving Entity shall be the surviving limited partnership of the Merger and the name of Surviving Entity following the Merger shall be "AdvancePCS, L.P."
3. An executed copy of the Merger Agreement is on file at the principal place of business of Surviving Entity which address is: 5215 N. O'Connor Boulevard #1600, Irving, Texas 75039-3742.
4. Following the Merger, a copy of the Merger Agreement will be furnished by Surviving Entity, on request and without cost, to (i) any partner of Surviving Entity or stockholder of Merged Entity and (ii) any creditor or obligee of the parties to the Merger at the time of the Merger if such obligation is then outstanding.
5. The effective date of the Merger shall be June 30, 2001.
6. No amendments or changes to the Certificate of Limited Partnership of Surviving Entity shall be effected as a result of the Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be executed as of June 28, 2001.

PCS HEALTH SYSTEMS, INC.,
a Delaware corporation

By: Laura L. Johansen
Name: Laura L. Johansen
Title: Vice President

ADVANCEPCS, L.P.,
a Delaware limited partnership

By: AdvancedPCS (formerly Advance Paradigm, Inc.)
General Partner

By: Laura I. Johansen
Name: Laura I. Johansen
Title: Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVANCEPCS, L.P.", CHANGING ITS NAME FROM "ADVANCEPCS, L.P." TO "ADVANCEPCS HEALTH, L.P.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3237414 8100

AUTHENTICATION: 1255405

010350372

DATE: 07-20-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/16/2001
010350372 - 3237414

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ADVANCEPCS, L.P.

It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter called the "Partnership") is AdvancePCS, L.P.

SECOND: Pursuant to the provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership is amended as follows:

The Article thereof numbered Article I shall be and shall read as follows:
The name of the limited partnership is AdvancePCS Health, L.P.

The Article thereof numbered Article III shall be and shall read as follows:
The name and address of each general partner is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
AdvancePCS Health Systems, LLC	5215 North O'Connor Blvd. Suite 1600 Irving, Texas 75039

The undersigned, general partner of the partnership, executed this Certificate of Amendment on July 1, 2001.

AdvancePCS Health Systems, LLC

By: 
Laura I. Johansen, Sr. Vice President,
Corporate Affairs and Secretary

Delaware

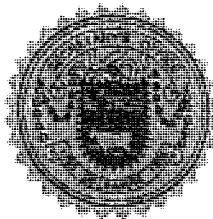
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVANCEPCS HEALTH, L.P.", CHANGING ITS NAME FROM "ADVANCEPCS HEALTH, L.P." TO "CAREMARKPCS HEALTH, L.P.", FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2005, AT 10:37 O'CLOCK A.M.

3237414 8100

050720589



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4130052

DATE: 09-01-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:49 AM 09/01/2005
FILED 10:37 AM 09/01/2005
SRV 050720589 - 3237414 FILE

STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is AdvancePCS Health, L.P.

SECOND: Article First of the Certificate of Limited Partnership shall be amended as follows: The name of the limited partnership is CaremarkPCS Health, L.P.

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 1st day of September, A.D. 2005.

By: Denise Sommer
General Partner(s)

Name: Denise Sommer

Print or Type
Asst. Corp. Secretary of
CaremarkPCS Health Systems, LLC,
the General Partner

EXHIBIT 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CAREMARKPCS HEALTH, L.P.,)
a Delaware Limited Partnership,)
)
Plaintiff,)
) Case No. 07 C 6272
vs.)
) Judge Filip
WALGREEN CO.,)
an Illinois Corporation,)
)
Defendant.)
)

AFFIDAVIT OF GREGORY MADSEN

I, Gregory Madsen, being first duly sworn, deposes and says:

1. I am Senior Vice President of Retail Services for CVS Caremark Corporation.

Prior to the merger between CVS Caremark Corporation and Caremark Rx, Inc. in March 2007, I was an employee of Caremark Rx, Inc. I have personal knowledge of the facts set forth herein.

2. My responsibilities include supervising the administration of the Provider Agreement between CaremarkPCS Health, L.P. and Walgreen Co. ("Walgreens"), pursuant to which Walgreens dispenses pharmaceuticals to individuals who are eligible for the drug benefit administered by CVS Caremark Corporation on behalf of health benefit plans that serve millions of plan participants. I communicate regularly with Walgreens concerning the services provided by Walgreens under the contract. I have had these responsibilities continuously for Caremark Rx, Inc. and its successor, Caremark Rx, L.L.C. (collectively, "Caremark") since October 25, 1999.

3. Since August 1, 2004, Walgreens has been submitting claims for payment under the Provider Agreement to Caremark Rx, Inc. and Caremark Rx, L.L.C. CaremarkPCS Health, L.P. pays Walgreens directly for those claims.

4. Caremark has already incurred damages as a result of Walgreens providing Caremark with only ten days' notice of termination of its participation in the following health plans: (1) the Wisconsin Educational Association Trust plan; (2) the ArcelorMittal plan (referred to as the Ispat Inland Inc. plan by Walgreens); (3) the Johnson Controls, Inc. and its participating affiliates plan; and (4) the Progressive Casualty Insurance Company plan (collectively, the "Four Plans"). These damages are discussed below.

5. On Thursday, November 8, 2007, and Friday, November 9, Caremark sent, by United States mail, letters to participants in the Four Plans who recently had prescriptions filled at Walgreens. These letters informed these participants of Walgreens' written notification that Walgreens intended to terminate its participation in the Four Plans as of November 9, 2007, and that Walgreens may refuse to fill their prescriptions under their prescription benefit programs as of that date. These letters may not have reached all participants, as there was no mail service on Sunday, November 11, or Monday, November 12, because of the Veterans Day holiday.

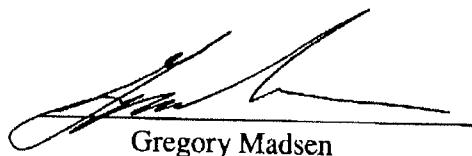
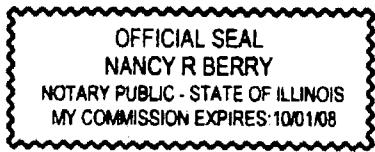
6. In addition to sending these letters, from Friday, November 9 through Sunday, November 11, Caremark employees made approximately 15,000 telephone calls to plan participants in an attempt to inform them that Walgreens intended to terminate its participation in the plans as of November 9, 2007. Caremark employees worked a substantial number of regular and overtime hours to make these calls. Caremark would not have made these calls if Walgreens had provided Caremark with 30 days' notice of termination.

7. Caremark has incurred costs in excess of \$75,000 to date in preparing and sending the letters and making the phone calls described above.

8. Caremark intends to provide financial consideration to impacted clients to mitigate the impact to the plan participants caused by the need to transfer their prescriptions to another network pharmacy without sufficient notice and/or transition time. This consideration will help facilitate retail access to prescriptions despite the disruption caused by the short notice period.

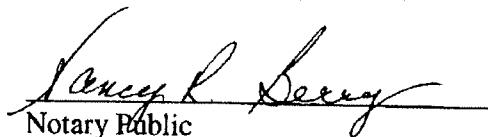
9. In April 2004, as part of Caremark's routine practice of sending important notices and changes to all Providers, Caremark sent an integration notice via federal express to Walgreens at its address at 1417 Lake Cook Rd., Deerfield, IL 60015. A copy of this integration notice is attached as Exhibit 2 to Caremark's Verified Complaint.

FURTHER AFFIANT SAYETH NOT.



A handwritten signature in black ink, appearing to read "Gregory Madsen".

Subscribed and sworn to before me this
13th day of November, 2007



A handwritten signature in black ink, appearing to read "Nancy R Berry".

Notary Public
My Commission Expires: 10-01-08

EXHIBIT 3

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

CAREMARKPCS HEALTH, L.P.,)
a Delaware Limited Partnership,)
Plaintiff,)
vs.) Case No. 07 C 6272
WALGREEN CO.,) Judge Filip
an Illinois Corporation,)
Defendant.)

AFFIDAVIT OF BRIAN CORREIA

I, Brian Correia, being first duly sworn, deposes and says:

1. I am Director, Network Performance, for CVS Caremark Corporation. Prior to the merger between CVS Caremark Corporation and Caremark Rx, Inc. in March 2007, I was an employee of Caremark Rx, Inc. Prior to the merger between Caremark Rx, Inc. and AdvancePCS in March 2004, I was an employee of AdvancePCS. I have personal knowledge of the facts set forth herein.

2. My responsibilities include managing the Pharmacy Communications process, including communicating with Walgreen Co. ("Walgreens") concerning the Provider Agreement between CaremarkPCS Health, L.P. ("Caremark") and Walgreens, pursuant to which Walgreens dispenses pharmaceuticals to individuals who are eligible for the drug benefit administered by CVS Caremark Corporation on behalf of health benefit plans that serve millions of plan participants. I have had these responsibilities continuously for CVS Caremark Corporation and its predecessors since June 2000. I have personal knowledge of the terms of the Provider Agreement.

3. Paragraph 8.7 of the Provider Agreement states that "Notice to Provider [Walgreens] must be addressed as set forth on the Enrollment Form." The contact people for Walgreens listed in the enrollment form are Frank Mangham and Joseph Noll. The Walgreens contact address for Messrs. Mangham and Noll is 200 Wilmot Rd., Deerfield, IL 60015. Paragraph 8.7 further provides that notice shall be delivered to "such other address or facsimile number as a party may notify the other party from time to time in accordance with this Agreement."

4. Frank Mangham died in July 2003. A copy of his obituary is attached hereto as Exhibit A.

5. Joseph Noll has not been employed by Walgreens since at least May 2004. Thomas Splitt, Director of National Contracts for Walgreens, replaced Joseph Noll as the contact person for Walgreens under the Provider Agreement.

6. On October 24, 2005, I received an e-mail from Mr. Splitt stating that the new contact person at Walgreens was Sherisse Trotz, Rph., e-mail address Sherisse.Trotz@Walgreens.com. A copy of this e-mail is attached hereto as Exhibit B.

7. Ms. Trotz has been the main Walgreens contact person for Caremark concerning the Provider Agreement since October 24, 2005.

8. On August 4, 2006, an e-mail from Neeta Patel, a Walgreens employee, was forwarded to me. The e-mail stated that Walgreens' and Ms. Trotz's offices were moving effective August 7, 2006. The new address was 1417 Lake Cook Rd., MS L459, Deerfield, IL 60015. A copy of this e-mail is attached hereto as Exhibit C.

9. On May 31, 2007, Caremark sent Walgreens via Federal Express a notice of various amendments to the Provider Agreement that would take effect with respect to Walgreens

NOV-12-2007(MON) 10:09

P. 004/004

Rx Date/Time NOV-12-2007(MON) 04:29

P. 004

Winston & Strawn

11/12/2007 2:28:26 PM

PAGE 004/004

Fax Server

and other retail pharmacies on July 1, 2007. These amendments were set forth in a Provider Manual prepared by Caremark. I was personally involved in the mailing of this Provider Agreement to Walgreens and other retail pharmacies.

10. The 2007 Provider Manual sent to Walgreens was addressed to Ms. Trotz at the 1417 Lake Cook Rd., MS L459, Deerfield, IL 60015 address.

FURTHER AFFIANT SAYETH NOT.



Brian Correia

Subscribed and sworn to before me this STEPHEN R. SCHULTZ, NOTARY PUBLIC
12th day of November, 2007 By BRIAN CORREIA



Notary Public
My Commission Expires:

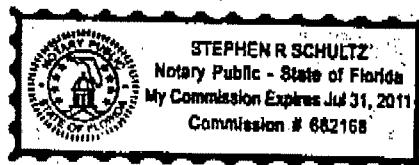


Exhibit A

MANGHAM, JOHN*[Chicago Final Edition]*

Chicago Tribune - Chicago, Ill.

Date: Jul 8, 2003

Section: Obituaries

Text Word Count: 97

Document Text

John "Frank" Mangham, age 58, passed away on Friday, July 4, 2003 at Condell Medical Center in Libertyville, IL. Frank is survived by his wife of 35 years Kathleen Mangham of Grayslake; his children Erin (Mike) Fisher and Lawrence Mangham; and his grandchildren Jamie and Amanda Fisher. A memorial service is scheduled for Wednesday, July 9, 2003 at 8 p.m. at Strang Funeral Chapel & Crematorium, 410 E. Belvidere Rd., Grayslake, IL 60030. Friends of the family may visit from 6 p.m. until the time of the service at the funeral chapel. For information, call 847-223-8122.

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Abstract (Document Summary)

John "Frank" Mangham, age 58, passed away on Friday, July 4, 2003 at Condell Medical Center in Libertyville, IL.

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Exhibit B

Kocoras, Peter

From: Pham, Thao [Thao.Pham@Caremark.com]
Sent: Monday, November 12, 2007 10:11 AM
To: Kocoras, Peter
Subject: FW: New WAG Contact Information

From: Thomas.Splitt@walgreens.com [mailto:Thomas.Splitt@walgreens.com]
Sent: Monday, October 24, 2005 9:11 AM
To: Russell.Annuziata@caremark.com; Guinn, Todd; Correia, Brian
Cc: Sherrise.Trotz@walgreens.com
Subject: New WAG Contact Information

It has been a pleasure working with you for the last few years. Wish everyone the best of luck in future endeavors.

fyi-Your new contact person is Sherrise Trotz, Rph.
E-mail= Sherrise.Trotz@Walgreens.com
(847)315.4135(ph)
(847)315.4147(fax)

Thomas Splitt, MBA
Director, National Contracts
Walgreens Managed Care Sales
Ph(847) 964-6862
Fax(847) 964-8814

Important Message: This message, together with any attachments, is intended only for the use of the individual or entity to which it is addressed. It may contain information that is confidential and prohibited from disclosure. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this message or any attachment is strictly prohibited. If you have received this message in error, please notify the original sender immediately by telephone or return e-mail and delete this message, along with any attachments, from your computer.

Exhibit C

Kocoras, Peter

From: Pham, Thao [Thao.Pham@Caremark.com]
Sent: Monday, November 12, 2007 10:09 AM
To: Kocoras, Peter
Subject: FW: Moving!!!!!!

From: Barnes, Valerie
Sent: Wednesday, November 07, 2007 12:06 PM
To: Correia, Brian
Cc: Walker, Wendy
Subject: FW: Moving!!!!!!

As requested

Valerie Barnes, CPhT
Network Analyst
Caremark
valerie.barnes@caremark.com

CONFIDENTIALITY NOTICE: This communication and any attachments may contain confidential and/or privileged information for the use of the designated recipients named above. If you are not the intended recipient, you are hereby notified that you have received this communication in error and that any review, disclosure, dissemination, distribution, or copying of it or its contents, is prohibited. If you have received this communication in error, please notify the sender immediately by telephone and destroy all copies of this communication and any attachments.

From: Hawker, Brandi
Sent: Friday, August 04, 2006 11:34 AM
To: Cardoza, Chris; Markauskas, Valerie
Cc: Correia, Brian; Walker, Wendy
Subject: FW: Moving!!!!!!

FYI

Walgreens Office is Moving

Brandi Hawker, CPhT
Account Manager / Network Performance
Caremark
9501 E Shea Blvd / MC112
Scottsdale, AZ 85260-6719
ph 480.314.8438

fx 480.314.6876

CONFIDENTIALITY NOTICE: This communication and any attachments may contain confidential and/or privileged information for the use of the designated recipients named above. If you are not the intended recipient, you are hereby notified that you have received this communication in error and that any review, disclosure, dissemination, distribution or copying of it or its contents is prohibited. If you have received this communication in error, please notify the sender immediately by telephone and destroy all copies of this communication and any attachments.

From: Neeta.Patel@walgreens.com@PCSHS
Sent: Friday, August 04, 2006 9:25 AM
To: Neeta.Patel@walgreens.com
Cc: Sherrise.Trotz@walgreens.com
Subject: Moving!!!!!!!

♣

Hello,

Our office is Moving effective 8/7/06. Please note the changes below.

Address: 1417 Lake Cook Rd, MS L459
Deerfield, IL 60015

Sherrise's Phone# (847) 964-6529
Fax# (847) 964-8814

Neeta's Phone# (847) 964-6631
Fax# (847) 964-8814

Thanks and Have a Great Weekend!

Neeta Patel, CphT
Managed Care Sales Coordinator
Tel: 847-315-4122
Fax: 847-315-4147